

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

In re:

AMERICAN MANAGED CARE, LLC,

Case No. 8:13-bk-05952-KRM

Chapter 11

Debtor.

_____/

SONEET R. KAPILA, as the Chapter 11
Trustee for the estate of Universal Health
Care Group, Inc., which entity serves as
the sole member of AMERICAN MANAGED
CARE, LLC,

Adv. Proc. No. 8:15-ap-00135-KRM

Plaintiff,

v.

COLODNY FASS, P.A. f/k/a Colodny,
Fass, Talenfeld, Karlinsky, Abate & Webb, P.A.

Defendant.

**DEFENDANT'S ANSWER AND AFFIRMATIVE DEFENSES
TO COUNT I OF THE COMPLAINT**

Defendant, Colodny Fass, P.A. f/k/a Colodny, Fass, Talenfeld, Karlinsky, Abate & Webb, P.A. (the “*Defendant*”) answers Count I of the complaint [ECF No. 1] (the “*Complaint*”) filed by Soneet R. Kapila (the “*Plaintiff*”), as the Chapter 11 Trustee for the estate of Universal Health Care Group, Inc., which entity serves as the sole member of American Managed Care, LLC (“*AMC*” or the “*Debtor*”), and states as follows:

1. The Defendant admits the allegations in paragraph 1 of the Complaint.
2. The Defendant admits that the proceeding is statutorily core, but denies that the statutory classification (of this private-right claim) as core is constitutional. The Defendant

admits that the District Court has jurisdiction under 28 U.S.C. § 1334. The Defendant denies that the Court has jurisdiction under 28 U.S.C. § 157, as section 157 does not confer jurisdiction.

3. The Defendant admits that venue is proper.
4. The Defendant admits the allegations in paragraph 4 of the Complaint.
5. The Defendant admits the allegations in paragraph 5 of the Complaint.
6. The Defendant admits the allegations in paragraph 6 of the Complaint.
7. The Defendant admits the allegations in paragraph 7 of the Complaint.
8. The Defendant admits that it was retained to provide services to the enterprise as a whole, of which AMC was a part.
9. The Defendant is without knowledge as to the allegations in paragraph 9 of the Complaint.

COUNT I

10. The Defendant incorporates its answers from paragraph 1-9 above.
11. The Defendant is without knowledge as to the allegations in paragraph 11 of the Complaint.
12. The Defendant admits the allegations in paragraph 12 of the Complaint.
13. The Defendant is without knowledge as to the allegations in paragraph 13 of the Complaint.
14. The Defendant denies the allegations in paragraph 14 of the Complaint.
15. The Defendant admits the allegations in paragraph 15 of the Complaint.
16. The Defendant admits the allegations in paragraph 16 of the Complaint.
17. The Defendant is without knowledge as to the allegations in paragraph 17 of the Complaint.

18. The Defendant denies the allegations in paragraph 18 of the Complaint.
19. The Defendant denies the allegations in paragraph 19 of the Complaint.
20. The Defendant denies the allegations in paragraph 20 of the Complaint as a legal conclusion.

AFFIRMATIVE DEFENSES

Affirmative Defense No. 1. The transfer referenced in Exhibit A to the Complaint (the “*Transfer*”) was not on account of an antecedent debt of the Debtor, and was prepaid for services to be rendered post-payment.

Affirmative Defense No. 2. Defendant provided new value to the Debtor contemporaneous with and after the Transfer, which value exceeded the amount of the Transfer, in the form of continued legal services which benefitted the Debtor.

Affirmative Defense No. 3. The Transfer was made in the ordinary course of business, as is evident by the dates and amounts of payments set forth in Exhibit B to the Complaint.

Affirmative Defense No. 4. The Transfer was made under ordinary business terms.

The Defendant expressly reserves the right to amend, modify or supplement these affirmative defenses with any information or other defenses learned through discovery.

COUNTS II and III

The Defendant does not answer Counts II or III of the Complaint, as those counts are subject to a Motion to Dismiss [ECF No. 11]. The Defendant incorporates those portions of that Motion to the extent they seek a determination that this Court may not enter final orders or judgments in this adversary proceeding.

JURY DEMAND

The Defendant demands a jury trial and does not consent to a jury trial before a non-Article III Court.

WHEREFORE, Defendant respectfully requests this Court enter judgment in its favor on Count I, and against the Plaintiff, and grant Defendant its attorneys' fees and costs, and grant such other and further relief as is just and appropriate.

Dated: April 10, 2015.

s/ Peter D. Russin

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Attorneys for Defendant

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served via the Court's Notice of Electronic Filing on April 10, 2015, upon the Registered Users listed on the attached **Exhibit 1**.

s/ Lawrence E. Pecan
Lawrence E. Pecan, Esquire

EXHIBIT 1

Electronic Mail Notice List

The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

- Michael P. Horan mhoran@trenam.com, jstraw@trenam.com
- Stephanie C Lieb slieb@trenam.com, idawkins@trenam.com; jfollman@trenam.com